

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I declare that:

I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above. I acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, Section 1.56. I claim foreign priority benefits under Title 35, United States Code, Section 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed.

Prior Foreign Application(s)

Country	Application No.	Date of Filing	Priority Claimed Under 35 USC 119

I hereby claim the benefit under Title 35, United States Code § 119(e) of any United States provisional application(s) listed below:

Application No.	Filing Date

I claim the benefit under Title 35, United States Code, Section 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, Section 112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, Section 1.56 which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

Application No.	Date of Filing	Status

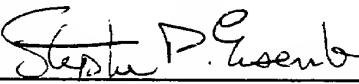
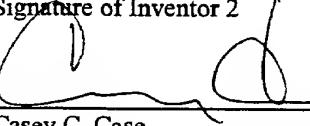
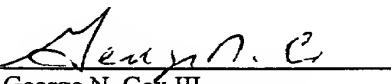
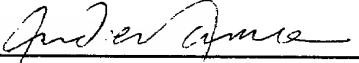
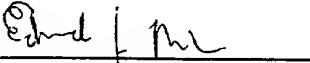
POWER OF ATTORNEY: As a named inventor, I hereby appoint the following attorney(s) and/or agent(s) to prosecute this application and transact all business in the Patent and Trademark Office connected therewith.

Joe Liebeschuetz, Reg. No. 37,505
Paul A. Durdik, Reg. No. 37,819
William M. Smith, Reg. No. 30,223

Send Correspondence to: Joe Liebeschuetz TOWNSEND and TOWNSEND and CREW LLP Two Embarcadero Center, 8th Floor San Francisco, California 94111-3834	Direct Telephone Calls to: (Name, Reg. No., Telephone No.) Name: Joe Liebeschuetz Reg. No.: 37,505 Telephone: 650-326-2400
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Full Name of Inventor 1:	Last Name: Eisenberg	First Name: Stephen	Middle Name or Initial: P.
Residence & Citizenship:	City: Boulder	State/Foreign Country: Colorado	Country of Citizenship: U.S.A.
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Full Name of Inventor 2:	Last Name: Case	First Name: Casey	Middle Name or Initial: C.
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Full Name of Inventor 3:	Last Name: Cox III	First Name: George	Middle Name or Initial: N.
Residence & Citizenship:	City: Louisville,	State/Foreign Country: Colorado	Country of Citizenship: U.S.A.
Post Office Address:	Post Office Address: 678 West Willow Street	City: Louisville	State/Country: Colorado Postal Code: 80027
Full Name of Inventor 4:	Last Name: Jamieson	First Name: Andrew	Middle Name or Initial:
Residence & Citizenship:	City: San Francisco	State/Foreign Country: California	Country of Citizenship: United Kingdom
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Full Name of Inventor 5:	Last Name: Rebar	First Name: Edward	Middle Name or Initial: J.
Residence & Citizenship:	City: Berkeley	State/Foreign Country: California	Country of Citizenship: U.S.A.
Post Office Address:	Post Office Address: 815 Regal Road	City: Berkeley	State/Country: CA Postal Code: 94708

I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Signature of Inventor 1  Stephen P. Eisenberg	Signature of Inventor 2  Casey C. Case	Signature of Inventor 3  George N. Cox III
Date 3/24/99	Date 2-16-99	Date 3-24-99
Signature of Inventor 4  Andrew Jamieson	Signature of Inventor 5  Edward J. Rebar	Signature of Inventor 6
Date 2/14/99	Date 2/16/99	Date

ASSIGNMENT OF PATENT APPLICATION

WHEREAS, Stephen P. Eisenberg, a United States citizen residing at 5664 Pennsylvania Pl., Boulder, Colorado 80303 and Casey C. Case, a citizen of United States residing at 605 Barroilhet Avenue, San Mateo, California 94402 and George N. Cox III, a United States citizen residing at 678 West Willow Street, Louisville, Colorado 80027 and Andrew Jamieson, a United Kingdom citizen residing at 2528 Sutter Street, San Francisco, California 94115 and Edward J. Rebar, a citizen of the United States residing at 815 Regal Road, Berkeley, California 94708 hereinafter referred to as "Assignors," are the inventors of the invention described and set forth in the below-identified application for United States Letters Patent:

Title of Invention: SELECTION OF SITES FOR
TARGETING BY ZINC FINGER
PROTEINS AND METHODS OF
DESIGNING ZINC FINGER PROTEINS
TO BINDS TO PRESELECTED SITES

Date(s) of execution of Deciaration: _____

Filing Date: January 12, 1999

Application No.: 09/229,007; and

WHEREAS, Sangamo BioSciences, Inc., located at Point Richmond Tech Center, 501 Canal Blvd., Suite A100, Richmond, California 94804, hereinafter referred to as "ASSIGNEE," is desirous of acquiring an interest in the invention and application and in any U.S. Letters Patent and Registrations which may be granted on the same;

For good and valuable consideration, receipt of which is hereby acknowledged by Assignors, Assignors have assigned, and by these presents do assign to Assignee all right, title and interest in and to the invention and application and to all foreign counterparts (including patent, utility model and industrial designs), and in and to any Letters Patent and Registrations which may hereafter be granted on the same in the United States and all countries throughout the world, and to claim the priority from the application as provided by the Paris Convention. The right, title and interest is to be held and enjoyed by Assignee and Assignee's successors and assigns as fully and exclusively as it would have been held and enjoyed by Assignors had this Assignment not been made, for the full term of any Letters Patent and Registrations which may be granted thereon, or of any division, renewal, continuation in whole or in part, substitution, conversion, reissue, prolongation or extension thereof.

Assignors further agree that they will, without charge to Assignee, but at Assignee's expense, (a) cooperate with Assignee in the prosecution of U.S. Patent applications and foreign counterparts on the invention and any improvements, (b) execute, verify, acknowledge and deliver all such further papers, including patent applications and instruments of transfer, and (c) perform such other acts as Assignee lawfully may request to obtain or maintain Letters Patent and Registrations for the invention and improvements in any and all countries, and to vest title thereto in Assignee, or Assignee's successors and assigns.

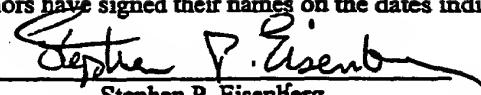
Assignment

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IN TESTIMONY WHEREOF, Assignors have signed their names on the dates indicated.

Dated: 3/24/99


Stephen P. Eisenberg

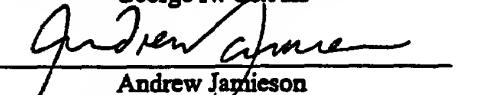
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Casey C. Case

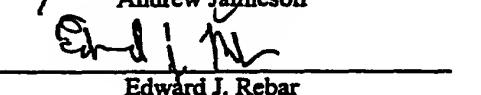
Dated: 3-24-99


George N. Cox III

Dated: 2/16/99


Andrew Jamieson

Dated: 2/16/99


Edward J. Rebar